

RECORDATION NO 23152-F FILED

ALLEN & OVERY

OC: 1 5 08

3-43 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Allen & Overy LLP
1221 Avenue of the Americas
New York NY 10020

Tel 212 610 6300
Fax 212 610 6399
Direct line 212 610 6491
erika.singer@allenoverly.com

Our ref 51231-00008 NY:4164540.1

October 10, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23152A.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 rd Floor Hartford, Connecticut 06103
Lender:	AIG/ FP Funding (Cayman) Limited c/o Maples and Calder P.O. Box 309 Ugland House South Church Street Georgetown, Grand Cayman Cayman Islands KY1-1104

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. It is regulated by the Solicitors Regulation Authority of England and Wales. Allen & Overy LLP is a multi-jurisdictional law firm with lawyers admitted to practice in a variety of jurisdictions. A list of the members of Allen & Overy LLP and their professional qualifications is open to inspection at its registered office, One Bankers Square, London, EC4A 3DF and at the above address. The term partner is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications.

Allen & Overy LLP or an affiliated undertaking has an office in each of Abu Dhabi, Amsterdam, Antwerp, Bangkok, Beijing, Bratislava, Brussels, Bucharest (associated office), Budapest, Dubai, Düsseldorf, Frankfurt, Hamburg, Hong Kong, London, Luxembourg, Madrid, Mannheim, Milan, Moscow, New York, Paris, Prague, Riyadh (associated office), Rome, Sao Paulo, Shanghai, Singapore, Tokyo and Warsaw.

A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23152A, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Kind regards,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a long horizontal stroke extending to the right.

Erika Singer
Associate

Encl

OCT 15 '08

3-43 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23152-A is made and entered into as of September 24, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut, not in its individual capacity, but solely as Trustee (hereinafter "Trustee") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement (RAIL-2000-NC) (hereinafter "Loan Agreement") dated as of September 27, 2000, between Trustee and Lender.

Pursuant to the provisions of the Loan Agreement, Trustee and Lender hereby affirm and acknowledge that:

1. Trustee has agreed to grant the Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and the Lender has agreed to release its security interest in the Items of Equipment described in Schedule B hereto and such discharged Items of Equipment are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Loan Agreement.
2. Lender and Trustee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Loan and Security Agreement is not a summary of the Loan Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lender and Trustee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Loan and Security Agreement and the provisions of the Loan Agreement, the provisions of the Loan Agreement, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut), not
in its individual capacity but solely
as Owner Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

Hartford)

SS:

COUNTY OF _____)

On this 24th of Sept, 2008, before me personally appeared Susan C. Merzer,
to me personally known, who being duly sworn, state that she is Vice President of
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

Susan P. McNally


My Commission expires

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

LENDER:

AIG-FP FUNDING (CAYMAN)
LIMITED

By: 

 Name: Christian Toft

Title: Authorized Signatory

STATE OF CONNECTICUT)

) SS: Wilton

COUNTY OF FAIRFIELD)

On this 26th of June, 2008, before me personally appeared Christian Toft ,
to me personally known, who being duly sworn, state that he is an Authorized Signatory of
AIG-FP FUNDING (CAYMAN) LIMITED, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires

AMIE MELESHKEWICH
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2008

Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC#
NATX 302366-A AAI FQ	Tank	2006	726282

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC#
CLEX 002216	Coal	1999	426247